

RECORDATION NO. 26277-0

FILED

JUL 11 '06

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OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

July 11, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of July 11, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Restated Memorandum of Assignment and Assumption Agreement previously filed with the Board under Rec. No. 26277-J.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity North American Freight Car, Inc. (as
assignee of Trinity Industries Leasing
Company)
2525 Stemmons Freeway
Dallas TX 75207

Assignee: TLP Rail Trust I
Wilmington Trust Company, not in its individual
capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington DE 29890

Mr. Vernon A. Williams
July 11, 2006
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This document relates to the two Memoranda of Lease Agreements, each with Trinity North American Freight Car, Inc., assignee of Trinity Industries Leasing Company, as Lessor: (i) Midwest Agri-Commodities Company, Lessee, previously filed under Recordation Number 26277-L; and (ii) Ash Grove Cement Company being filed contemporaneously herewith.

A description of the railroad equipment covered by the enclosed document is:

67 railcars:

17 cars - MAGX 1179 – MAGX 1181, MAGX 1183 – MAGX 1193,
MAGX 1195, MAGX 1198 and MAGX 1199

50 cars - TILX 33106 – TILX 33155

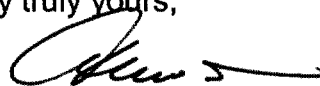
A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on July 11, 2006 by and between Trinity North American Freight Car, Inc., a Delaware corporation (as assignee of Trinity Industries Leasing Company) (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of July 11, 2006, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor certain railroad car leases as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 
Name: _____
Title: **Anita Roselli**
Financial Services Officer

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: _____
Name: Martin Graham
Title: President

Executed on this 6th day of July, 2006

Executed on this ____ day of July, 2006

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 6th day of July 2006, before a Notary Public in and for said County and State, personally appeared Anita Rosell, who being by me duly sworn, says that (s)he is the Financial Services Officer of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on July 6th 2006 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Jacqueline Solone
Name:
Notary Public

My Commission Expires:
Residing in _____

JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm. Expires Feb. 4, 2007

[Memorandum of Assignment and Assumption Agreement]

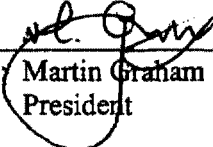
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name: _____
Title: _____

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: 
Name: Martin Graham
Title: President

Executed on this ____ day of July, 2006

Executed on this 7th day of July, 2006

[Memorandum of Assignment and Assumption Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 7th day of July 2006, before a Notary Public in and for said County and State, personally appeared Martin Graham, who being by me duly sworn, says that he is the President of Trinity North American Freight Car, Inc., that said instrument was signed on July 7/6 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Brenda Joyce Harris
Name: _____
Notary Public

My Commission Expires: 2/1
Residing in Dallas, TX



EXHIBIT A

1. Seventeen (17) units identified with marks MAGX 1179 - 1181, MAGX 1183 - 1193, MAGX 1195, MAGX 1198 and MAGX 1199 leased pursuant to Rider Two (2) to that certain Railroad Car Net Lease Agreement dated May 17, 2006 between Trinity North American Freight Car, Inc. (as assignee of Trinity Industries Leasing Company) and Midwest Agri-Commodities Company.

2. Fifty (50) units identified with marks TILX 33106 - TILX 33155 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated May 18, 2006 between Trinity North American Freight Car, Inc. (as assignee of Trinity Industries Leasing Company) and Ash Grove Cement Company.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/11/06



Robert W. Alvord